

STROOCK & STROOCK & LAVAN LLP

Kristopher M. Hansen
Jonathan D. Canfield
Sayan Bhattacharyya
New York, New York 10038-4982
Telephone:(212) 806-5400
Facsimile: (212) 806-6006

Counsel to Och-Ziff Capital Structure Arbitrage Master Fund, Ltd.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
	:	
In re:	:	Chapter 11
	:	
SEARS HOLDING CORPORATION, <i>et al.</i> , ¹	:	Case No. 18-23538 (RDD)
	:	
Debtors.	:	
	:	
-----	X	

CERTIFICATE OF SERVICE

I, Jonathan D. Canfield, counsel to Och-Ziff Capital Structure Arbitrage Master Fund, Ltd., hereby certify that copies of the *Reply of Och-Ziff Capital Structure Arbitrage Master Fund, Ltd. in Further Support of the Motion of Omega Advisors Inc. and Joinder of Och-Ziff*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Capital Structure Arbitrage Master Fund, Ltd. to Invalidate the Ultra Vires Sale and Lockup of Medium-Term Intercompany Notes [ECF No 1294], filed via the Court's CM/ECF system on December 18, 2018, were served via overnight mail upon the parties set forth on Service List A and by e-Mail upon those e-Mail addresses listed on the attached Service List B, on such date.

Dated: December 26, 2018
New York, New York

By: /s/ Jonathan D. Canfield
Jonathan D. Canfield

Service List A
(Via Overnight Mail)

Chambers of Honorable Robert D. Drain
United States Bankruptcy Court for the
Southern District of New York
300 Quarropas Street, Room 248
White Plains, New York, 10601

Office of the United States Trustee
Attn: Paul Schwartzberg, Richard Morrissey
U.S. Federal Office Building
201 Varick Street, Room 1006
New York, NY 10014
Email: andrea.b.schwartz@usdoj.gov

Diane Wade Sanders
P.O. Box 17428
Austin, Texas, 78760

Sears Holding Corporation
Attn: Stephen Sitley Esq., Luke J. Valentino,
Esq.
3333 Beverly Road
Hoffman Estates, Illinois, 60179

Donald C. Cowan
1265 Scottsville Road
Rochester, New York, 14624

Brookfield Property REIT Inc.
Attn: Kristen Pate
350 N. Orleans St. Suite 300
Chicago, Illinois 60654

Service List B
(Via e-Mail)

idizengoff@akingump.com
pdublin@akingump.com
aquareshi@akingump.com
sbrauner@akingump.com
bnkatty@aldineisd.org
jarnold@aldridgepite.om
James.Vincequerra@alston.com
leib.lerner@alston.com
ajd@ansellgrimm.com
ajd@ansellgrimm.com
akadish@archerlaw.com
lschildkraut@archerlaw.com
brian.lohan@arnoldporter.com
ginger.clements@arnoldporter.com
CSchael@AshfordNJLaw.com
eneiger@askllp.com
jchristian@askllp.com
Jg5786@att.com
mcuellar45@austinenterpriseslp.com
egoodman@bakerlaw.com
fkhan@bakerlaw.com
pollack@ballardspahr.com
branchd@ballardspahr.com
heilmanl@ballardspahr.com
summersm@ballardspahr.com
harnerp@ballardspahr.com
kutnera@ballardspahr.com
knewman@barclaydamon.com
emiller@bayardlaw.com
russ@bsavory.com
rmills@bellnunnally.com
klove@bellnunnally.com
mbarrie@beneschlaw.com
kcapuzzi@beneschlaw.com
wschonberg@beneschlaw.com
Tgaa@bbslaw.com
JRhodes@BlankRome.com
Tarr@BlankRome.com
EZucker@BlankRome.com
bankruptcy@borgeslawllc.com
wborges@borgeslawllc.com
schin@borgeslawllc.com

arainone@bracheichler.com
jmontgomery@brownconnery.com
schristianson@buchalter.com
rdavis@cafarocompany.com
jlevitin@cahill.com
rstieglitz@cahill.com
sjk@carmodymacdonald.com
mcatalfimo@carterconboy.com
gadsden@clm.com
bankruptcy@clm.com
Dennis.roemlein@bnymellon.com
rmccord@certilmanbalin.com
rnosek@certilmanbalin.com
appleby@chapman.com
wilamowsky@chapman.com
brotenberg@csglaw.com
szuber@csglaw.com
ksimard@choate.com
jmarshall@choate.com
hchoi@choiandpark.com
cpark@choiandpark.com
lkleist@choiandpark.com
mstein@chuhak.com
eschnitzer@ckrlaw.com
gsaydah@ckrlaw.com
duane.brescia@clarkhillstrasburger.com
dblau@clarkhill.com
soneal@cgsh.com
jbromley@cgsh.com
aweaver@cgsh.com
rmukhi@cgsh.com
jkpark@cgsh.com
rseltzer@cwsny.com
Michael.smith2@computershare.com
kbifferato@connollygallagher.com
kconlan@connollygallagher.com
cgriffiths@connollygallagher.com
svanaalten@cooley.com
scarnes@cooley.com
dcoffino@cov.com
aclark@cov.com
mfelger@cozen.com
pzumbro@cravath.com
davidtaxin@dahannowick.com
dhw@dhclegal.com
marshall.huebner@davispolk.com

eli.vonnegut@davispolk.com
sears.service@davispolk.com
mcto@debevoise.com
eweisgerber@debevoise.com
bethsolomon@discover.com
LJKotler@duanemorris.com
WMSimkulak@duanemorris.com
Cheitzenrater@duanemorris.com
lmay@eismanlevine.com
Leopold.matt@Epa.gov
lbercovich@epicor.com
ppascuzzi@ffwplaw.com
mark.wilson@fisherbroyles.com
patricia.fugee@fisherbroyles.com
dlwright@foley.com
msmall@foley.com
aguon@foxrothschild.com
plabov@foxrothschild.com
thoran@foxrothschild.com
mhall@foxrothschild.com
mherz@foxrothschild.com
nreid@foxswibel.com
jfrank@fgllp.com
jkleinman@fgllp.com
deggert@freeborn.com
brad.eric.scheler@friedfrank.com
scott.luftglass@friedfrank.com
peter.siroka@friedfrank.com
tking@fbtlaw.com
rgold@fbtlaw.com
awebb@fbtlaw.com
pmartin@fmdlegal.com
lbrymer@fmdlegal.com
gseitz@gsbblaw.com
mgensburg@gcklegal.com
btheisen@gibbonslaw.com
nsongonuga@gibbonslaw.com
hcohen@gibbonslaw.com
tnixon@gklaw.com
jflaxer@golenbock.com
mweinstein@golenbock.com
gfox@goodwinlaw.com
bbazian@goodwinlaw.com
drosner@goulstonstorrs.com
thoffmann@goulstonstorrs.com
tannweiler@greerherz.com

jfigueiredo@hahn Hessen.com
ahalperin@halperinlaw.net
lgu@halperinlaw.net
dlieberman@halperinlaw.net
joia.johnson@hanes.com
howard.upchurch@hanes.com
ktompsett@harrisbeach.com
sselbst@herrick.com
elio@higgslaw.com
arthur.rosenberg@hklaw.com
Marc.Antonecchia@hklaw.com
barbra.parlin@hklaw.com
elvin.ramos@hklaw.com
jose.casal@hklaw.com
jjalemany@hklaw.com
llichtman@honigman.com
bgross@HuntonAK.com
mlegge@huntonak.com
ghesse@huntonak.com
caleb.holzaepfel@huschblackwell.com
lynn.butler@huschblackwell.com
Daniel.Swetnam@icemiller.com
taxcollector@co.imperial.ca.us
carol.rodas@impremedia.com
Mimi.M.Wong@irsounsel.treas.gov
Mimi.M.Wong@irsounsel.treas.gov
Bankruptcy2@ironmountain.com
elkinj@mac.com
KDWBankruptcyDepartment@KelleyDrye.com
bfeder@kelleydrye.com
ssouthard@klestadt.com
lkiss@klestadt.com
kurtzman@kurtzmansteady.com
dgragg@langleybanack.com
jfifarek@laskyfifarek.com
rzucker@lasserhochman.com
marc.zelina@lw.com
peter.gilhuly@lw.com
ted.dillman@lw.com
gillazarus@gmail.com
kevin@ksnpc.com
william.fennell@fennelllaw.com
luralene.schultz@fennelllaw.com
office@fennelllaw.com
cgruen@gruenlaw.com
dtabachnik@dtlaw.com

pstarkesq@gmail.com
hlazarus@lazarusandlazarus.com
harlan.lazarus@gmail.com
ilan.markus@leclairryan.com
niclas.ferland@leclairryan.com
andrew.cole@leclairryan.com
sanantonio.bankruptcy@publicans.com
dallas.bankruptcy@publicans.com
houston_bankruptcy@publicans.com
jfarnum@linowes-law.com
jmueller@lippes.com
braynor@lockelord.com
asmith@lockelord.com
dwirt@lockelord.com
ira.greene@lockelord.com
jfroehlich@lockelord.com
sbryant@lockelord.com
bbuechler@lowenstein.com
echafetz@lowenstein.com
bnathan@lowenstein.com
tleday@mvalaw.com
bmcgrath@mcglinchey.com
kromano@mcglinchey.com
mchaney@mcglinchey.com
raguilar@mcglinchey.com
rcerone@mcglinchey.com
hjschwartz@mckoolsmith.com
cjm@msf-law.com
nkenworthy@mrrlaw.net
cprice@milbank.com
RLiubicic@milbank.com
sdnyecf@dor.mo.gov
ssmith@mwlaw.com
laura.mccarthy@morganlewis.com
neil.herman@morganlewis.com
smiller@morrisjames.com
cmiller@mnat.com
jbarsalona@mnat.com
jmarines@mofo.com
bbutterfield@mofo.com
bankruptcy@morrisoncohen.com
mro@prbankruptcy.com
dperry@munsch.com
kcordry@naag.org
jody.bedenbaugh@nelsonmullins.com
shane.ramsey@nelsonmullins.com

enid.stuart@ag.ny.gov
dsklar@nixonpeabody.com
bob.bruner@nortonrosefulbright.com
david.rosenzweig@nortonrosefulbright.com
howard.seife@nortonrosefulbright.com
christy.rivera@nortonrosefulbright.com
stephen.castro@nortonrosefulbright.com
david.rosenzweig@nortonrosefulbright.com
cmomjian@attorneygeneral.gov
rachel.obaldo@oag.texas.gov
richard.morrissey@usdoj.gov
paul.schwartzberg@usdoj.gov
apetrakov@offitkurman.com
smetz@offitkurman.com
sokeefe@okeefelc.com
lily@pacogarment.com
chipford@parkerpoe.com
leslieplaskon@paulhastings.com
andrewtenzer@paulhastings.com
shlomomaza@paulhastings.com
jaffeh@pepperlaw.com
listwakk@pepperlaw.com
ecobb@pbfc.com
ecobb@pbfc.com
lmbkr@pbfc.com
osonik@pbfc.com
dpick@picklaw.net
jon@piercemccoy.com
rsteinberg@pricemeese.com
searsteam@primeclerk.com
serviceqa@primeclerk.com
gerald.kennedy@procopio.com
rlp@pryormandelup.com
cfilardi@rrlawpc.com
greiss@reisspreuss.com
etikkanen@reisspreuss.com
cpugatch@rprslaw.com
kfloreay@robbins-schwartz.com
nsmith@robbins-schwartz.com
Robert.e.michael.esq@gmail.com
Aron.hume@gmail.com
fbr@robinsonbrog.com
gregg.galardi@ropesgray.com
kimberly.kodis@ropesgray.com
sam.ashuraey@ropesgray.com
james.wilton@ropesgray.com

patricia.chen@ropesgray.com
ssally@ropesgray.com
joshua.sturm@ropesgray.com
nicholas.berg@ropesgray.com
timothy.farrell@ropesgray.com
srosen@rosenpc.com
mamato@rmfpc.com
skelly@s-d.com
mmccann@swc-law.com
rabiuso@swc-law.com
jweinblatt@sakar.com
cbelmonte@ssbb.com
asnow@ssbb.com
pbosswick@ssbb.com
dipesh.patel@saul.com
phil.hudson@saul.com
carmen.contreras-martinez@saul.com
ldelucia@schiffhardin.com
afiedler@schiffhardin.com
secbankruptcy@sec.gov
NYROBankruptcy@sec.gov
bankruptcynoticeschr@sec.gov
ashmead@sewkis.com
alves@sewkis.com
emfox@seyfarth.com
fsosnick@shearman.com
sara.coelho@shearman.com
afeld@sheppardmullin.com
tcohen@sheppardmullin.com
rreinert@shutts.com
rtucker@simon.com
mshriro@singerlevick.com
dplon@sirlinlaw.com
Paul.Leake@skadden.com
Shana.Elberg@skadden.com
George.Howard@skadden.com
enotices@skijain.com
pstrok@swelawfirm.com
rkinas@swlaw.com
bk@svllaw.com
darolf@sorlinglaw.com
pmryan@sorlinglaw.com
mary.callahan@bnymellon.com
mary.callahan@bnymellon.com
tonder@stark-stark.com
jlemkin@stark-stark.com

cp@stevenslee.com
thomas.salerno@stinson.com
streusand@slollp.com
dietdericha@sullcrom.com
zylberbergd@sullcrom.com
dkupetz@sulmeyerlaw.com
ckwu@sulmeyerlaw.com
Riela@thsh.com
aconway@taubman.com
Starr.Judith@pbgc.gov
mccarron.william@pbgc.gov
efile@pbgc.gov
joe@saracheklawfirm.com
Curtis.Tuggle@ThompsonHine.com
powerwangtxks@vip.126.com
AGBankNewYork@ag.tn.gov
jose.galarza@usbank.com
David.Jones6@usdoj.gov
Jeffrey.Oestericher@usdoj.gov
Joseph.Cordaro@usdoj.gov
Carina.Schoenberger@usdoj.gov
Lawrence.Fogelman@usdoj.gov
Peter.Aronoff@usdoj.gov
Linda.Riffkin@usdoj.gov
jdunn@vedderprice.com
ketzel@vedderprice.com
mschein@vedderprice.com
marva.m.levine@verizon.com
notice@waldrepllp.com
sfalanga@walsh.law
gtoering@wnj.com
Dclarke@wjslaw.com
ray.schrock@weil.com
garrett.fail@weil.com
jacqueline.marcus@weil.com
sunny.singh@weil.com
JeriLeigh.Miller@weil.com
jessica.liou@weil.com
Paloma.VanGroll@weil.com
Jared.Friedmann@weil.com
Jessie.Mishkin@weil.com
mbrofman@weisszarett.com
sfink@weltman.com
vandermarkj@whiteandwilliams.com
sgerald@wtplaw.com
awilliams@williamsadvisors.com

alipkin@willkie.com
gbrunswick@willkie.com
phealy@wsfsbank.com
scimalore@wilmingtontrust.com
david.tillem@wilsonelser.com
saron@wrslawyers.com
mfullington@wyattfirm.com
tom@attorneyzim.com
bk@brookfieldpropertyretail.com
kay.brock@traviscountytexas.com
susheelkirpalani@quinnemanuel.com
jonpickhardt@quinnemanuel.com
andrewcorkhill@quinnemanuel.com
matthewscheck@quinnemanuel.com
ellisonmerkel@quinnemanuel.com
andrew.silfen@arentfox.com
beth.brownstein@arentfox.com
atureaud@kblaw.com
hgj@jasneflorio.com
dlk@jasneflorio.com
lawyer@surilawoffice.com
ALeblanc@milbank.com
hmagaliff@r3mlaw.com
pweiser@buchalter.com
wkelleher@cohenlaw.com
hward@cohenlaw.com
christopher.schueller@bipc.com
terry.shulsky@bipc.com
tyler.dischinger@bipc.com
dkronenberg@sidley.com
aaron@bk-lawyer.net